

Organizationally, the Reorganization does not involve the formation of new entities and will not require utility assets to be transferred among System Companies. In addition, the Reorganization does not require the writedown of any rate base assets. Approximately 95 employees of the System Companies will be transferred to ESC.

Central and South West Corporation  
(70-8707)

Central and South West Corporation ("CSW"), 1616 Woodall Rodgers Freeway, Dallas, Texas 75202, a registered holding company, has filed a declaration under sections 6(a) and 7 of the Act and Rule 54 thereunder.

By prior Commission orders dated October 24, 1978 and December 9, 1980 (HCAR Nos. 20742 and 21833, respectively), CSW was authorized to issue and sell a total aggregate number of 4,000,000 shares of its common stock ("Common"), par value \$3.50 per share, to the trustee of the Central and South West Thrift Plus, an employee benefit plan ("Thrift Plan").

CSW now proposes to issue and sell up to 5,000,000 additional shares of its authorized and unissued Common, par value \$3.50 per share, to the trustee of the Thrift Plan. CSW Common will be sold to the trustee at market price.

Under the Thrift Plan, last amended in December 1994, participants may contribute up to 12% of their annual compensation and, depending on length of service, CSW matches 50% or 75% of each participant's contribution up to a maximum 6% of the employee's annual compensation. Employee contributions and the matching CSW contribution are vested at the employee's option in any one or more of five Thrift Plan investment options in 1% increments.

The Thrift Plan trustee, pursuant to written direction from each participant, invests the funds held in the employee's Thrift Plan account in any of the following investment options: (1) The Company Stock Option Plan ("Stock Option"); (2) the Fixed Income Option ("Fixed Income Option"); (3) the Capital Appreciation Option ("Capital Appreciation Option"); (4) the Growth and Income Option ("Growth and Income Option"); and (5) the Asset Allocation Option ("Asset Allocation Option"). Amounts invested in the Stock Option are used to purchase shares of CSW Common; amounts invested in the Fixed Income Option are used to purchase guaranteed investment contracts or other fixed income securities; amounts invested in the Capital Appreciation Option are invested in mutual funds that have a

goal of long-term growth with no emphasis on current income; amounts invested in the Growth and Income Option are invested in mutual funds that have a goal of both growth and current income; and amounts invested in the Asset Allocation Option are invested primarily in mutual funds that have a goal of maintaining a balanced portfolio comprised primarily of equity investments.

The Thrift Plan trustee presently purchases shares of CSW Common in the open market for the Stock Option, although the trustee, in his or her discretion, may purchase CSW Common from any source, including CSW. CSW cannot require the trustee to purchase Common from CSW, but it is expected that the trustee will elect to purchase shares directly from CSW rather than in the open market, and thus avoid paying brokerage fees or commissions.

CSW will use the proceeds from the sale of Common to the trustee for general corporate purposes.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz,

Secretary.

[FR Doc. 95-25509 Filed 10-13-95; 8:45 am]

BILLING CODE 8010-01-M

**[Investment Company Act Rel. No. 21402; 811-1624]**

**Smith Barney Equity Funds, Inc.;  
Application for Deregistration**

October 6, 1995.

**AGENCY:** Securities and Exchange Commission ("SEC").

**ACTION:** Notice of Application for Deregistration under the Investment Company Act of 1940 ("Act").

**APPLICANT:** Smith Barney Equity Funds, Inc.

**RELEVANT ACT SECTION:** Section 8(f).

**SUMMARY OF APPLICATION:** Applicant seeks an order declaring that it has ceased to be an investment company.

**FILING DATES:** The application was filed on June 28, 1995, and amended on September 19, 1995.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on October 31, 1995, and should be accompanied by proof of service on

applicant, in the form of an affidavit or, for lawyers, a certificate of service.

Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested.

Persons who wish to be notified of a hearing may request such notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicant, 388 Greenwich Street, New York, New York 10013.

**FOR FURTHER INFORMATION CONTACT:** Courtney S. Thornton, Senior Attorney, at (202) 942-0583, or C. David Messman, Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee from the SEC's Public Reference Branch.

**Applicant's Representations**

1. Applicant, an open-end diversified management investment company, is organized as a Maryland corporation. On March 20, 1968, applicant filed a notification of registration on Form N-8A under section 8(a) of the Act and registered under section 8(b) of the Act by filing a registration statement on Form N-8B-1. Applicant also filed a registration statement on Form S-5 under the Securities Act of 1933 to register an indefinite number of shares of common stock. This registration statement became effective on August 6, 1968, and applicant's initial public offering commenced on or about that date.

2. At a meeting held on October 29, 1993, applicant's Board of Directors ("Board") approved the terms of an Agreement and Plan of Reorganization ("Plan") between applicant and the Income and Growth Portfolio ("Portfolio"), a series of Smith Barney Funds, Inc. The Plan provided for the transfer of all assets and disclosed liabilities of applicant to the Portfolio in exchange for shares of Classes A and B of the Portfolio. The Board approved the Plan because it determined that the proposed reorganization would provide certain benefits to shareholders. In reaching this determination, the Board considered: (a) The terms and conditions of the reorganization; (b) the savings in expenses borne by shareholders; (c) the fact that the reorganization will be effected as a tax-free reorganization; (d) the comparative investment performance of the funds; (e) the advantages of eliminating the duplication inherent in marketing two

funds with similar investment objectives; and (f) the fact that the costs of the reorganization will be borne by applicant's investment adviser, Smith Barney Advisers, Inc. ("Manager").

3. Applicant and the Portfolio were both advised by the Manager. Applicant therefore relied on the exemption provided by rule 17a-8 under the Act to effect the transaction.<sup>1</sup> Consequently, the Board determined, in accordance with rule 17a-8, that the proposed transaction was advisable and in the best interest of applicant's shareholders, and that the interests of applicant's existing shareholders would not be diluted as a result of the transaction.

4. Applicant solicited proxies pursuant to a proxy statement dated January 14, 1994, which was filed with the Commission and mailed to shareholders. On February 24, 1994, applicant's shareholders voted to approve the Plan.

5. As of March 3, 1994, applicant had 5,963,203 outstanding Class A shares, and 41,567 outstanding Class B shares, with net asset values of \$14.71 and \$14.68 per share, respectively. On that date, applicant's aggregate net assets amounted to \$88,308,192.

6. On March 4, 1994, all of applicant's assets and disclosed liabilities were transferred to the Portfolio in exchange for shares of Class A and Class B of the Portfolio. These shares subsequently were distributed to shareholders of applicant's respective classes *pro rata* in an amount equal to the value of their interests in applicant.

7. All expenses associated with the Plan, including the costs of preparing, printing, and mailing the related proxy material to applicant's shareholders, related legal fees, and governmental filing fees, were paid by the Manager.

8. At the time of the application, applicant had no shareholders, assets, or liabilities, nor was applicant a party to any litigation or administrative proceeding. Applicant is not engaged in, nor does it propose to engage in, any business activities other than those necessary for the winding-up of its affairs.

9. Applicant filed Articles of Transfer with the Maryland Department of Assessments and Taxation, which became effective on March 14, 1994. Applicant intends to file articles of dissolution upon receipt of the order requested by this application.

For the SEC, by the Division of Investment Management, under delegated authority.

Jonathan G. Katz,

Secretary.

[FR Doc. 95-25505 Filed 10-13-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21403; File No. 812-9634]

### United Companies Life Insurance Company, et al.

October 6, 1995.

**AGENCY:** Securities and Exchange Commission ("SEC" or the "Commission").

**ACTION:** Notice of Application for Exemption under the Investment Company Act of 1940 (the "1940 Act").

**APPLICANTS:** United Companies Life Insurance Company ("United Life"), United Companies Separate Account One (the "Account"), and United Variable Services, Inc. ("United Variable").

**RELEVANT 1940 ACT SECTIONS:** Order requested under Section 6(c) of the 1940 Act for exemption from Sections 26(a)(2)(C) and 27(c)(2) of the 1940 Act.

**SUMMARY OF APPLICATION:** Applicants seek an order permitting United Life to deduct from the assets of the Account, or from the assets of certain separate accounts that may be established by United Life in the future to support certain variable annuity contracts and certificates issued by United Life (the "Other Accounts", collectively, with the Account, the "Accounts"), the mortality and expense risk charge imposed under certain variable annuity contracts and certificates issued by United Life (the "Existing Contracts") and under any other variable annuity contracts and certificates issued by United Life which are substantially similar in all material respects to the Existing Contracts and are offered through any of the Accounts (the "Other Contracts", together, with the Existing Contracts, the "Contracts").

**FILING DATE:** The application was filed on June 16, 1995 and amended and restated on August 17, 1995.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing on this application by writing to the Secretary of the SEC and serving Applicants with a copy of the request, personally or by mail. Hearing requests must be received by the Commission by 5:30 p.m. on October 31, 1995 and should be accompanied by proof of service on Applicants in the form of an affidavit or, for lawyers, by certificate of service. Hearing requests should state

the nature of the interest, the reason for the request and the issues contested. Persons may request notification of the date of a hearing by writing to the Secretary of the SEC.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants: Judith A. Hasenauer, Blazzard, Grodd & Hasenauer, P.C., 943 Post Road East, P.O. Box 5108, Westport, Connecticut 06881.

**FOR FURTHER INFORMATION CONTACT:** Barbara J. Whisler, Senior Counsel, or Wendy Friedlander, Deputy Chief, Both at (202) 942-0670, Office of Insurance Products, Division of Investment Management.

**SUPPLEMENTARY INFORMATION:** Following is a summary of the application, the complete application is available for a fee from the Public Reference Branch of the SEC.

### Applicant's Representations

1. United Life, a stock life insurance company domiciled in Louisiana, is a wholly owned subsidiary of United Companies Financial Corporation. The Account, established as a segregated asset account of United Life on November 2, 1994 under Louisiana law, will fund the Existing Contracts issued by United Life. The Account is, and the Other Accounts will be, registered with the Commission as a unit investment trust.

2. United Variable will serve as the distributor of the Existing Contracts. United Variable, a wholly owned subsidiary of United Life, is registered as a broker dealer under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers, Inc.

3. The Accounts are comprised of subaccounts (the "Subaccounts"). The assets of each Subaccount initially will be invested in a corresponding portfolio of one of seven investment companies (the "Funds"). Currently, the Funds have eleven portfolios available to the subaccounts for investment. Applicants state that the number and identity of the available Funds and the funds' investment portfolios may change.

4. The Existing Contracts are combination variable deferred fixed and/or market value adjusted ("MVA") annuity contracts and certificates issued in connection with retirement plans which may qualify for favorable tax treatment under the Internal Revenue Code of 1986, as amended. The Existing Contracts described in the application are of two types: the "10 Year Contract" and the "7 Year Contract." The 10 Year Contracts and the 7 Year Contracts will be offered in different markets, and

<sup>1</sup> Rule 17a-8 provides relief from the affiliated transaction prohibition of section 17(a) of the Act for a merger of investment companies that may be affiliated persons of each other solely by reason of having a common investment adviser, common directors, and/or common officers.